FIFTH AMENDATORY AGREEMENT

THIS FIFTH AMENDATORY AGREEMENT is made and entered into as of the date set forth on the City's signature page below, by and between the CITY AND COUNTY OF DENVER, a municipal corporation of the State of Colorado (the "City"), and PROXY PARTNERS, LLC, a Colorado limited liability company whose address is 275 Mariposa Street, Denver, Colorado 80223 ("Proxy" or "Consultant").

WITNESSETH:

WHEREAS, the City and Proxy entered into an Agreement dated June 11, 2003, as amended by Amendatory Agreements dated February 15, 2005, December 6, 2005, April 8, 2008, and December 10, 2012 (collectively, the "Agreement"), under which Proxy provides venue sponsorship marketing sales and services, including, without limitation, general sponsorship sales and services, marquee sales and services, short term sponsorship sales and services, and naming rights sales and services, for Denver Arts and Venues ("DAV", previously known as the Division of Theatres and Arenas); and

WHEREAS, the Agreement is unclear with respect to the City's obligation to pay commissions and other fees and Proxy's obligation to provide activation and other services following termination of the Agreement; and

WHEREAS, the City and Proxy wish to amend the Agreement to clarify each party's obligations following the termination of the Agreement and to extend the Agreement to allow for the payment of the Final Payment (as defined below); and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the parties agree as follows:

1. The City agrees to pay to Proxy as the final payment under the Agreement a sum equal to Three Hundred Twenty Thousand Two Hundred Forty-Three and 26/100 Dollars (\$320,243.26) (the "<u>Final Payment</u>"), which amount represents the difference between all commission payments and any and all other fees and expenses that may now or in the future be owed and due to Proxy by the City and all payments, fees, and expenses that may now or in the future be owed and due to the City by Proxy. The Final Payment is based on the calculations of outstanding commissions and other fees and expenses set forth on <u>Exhibit A</u>.

- 2. The parties agree that upon the City's payment to Proxy of the Final Payment, neither party shall have any further payment obligation to the other party, whether or not the payment obligation is known at the time of this Amendment and or reflected on Exhibit A, it being the parties' intent that the Final Payment shall release each party from any and all further payment obligations under the Agreement.
- 3. The Term of the Agreement, as currently set forth in paragraph 2 of the Third Amendatory Agreement, shall be extended until the later of November 30, 2013 or the date in which Proxy receives the Final Payment. Such extension is solely for purposes of allowing time for the City to pay to Proxy the Final Payment. The parties shall have no further obligations under the Agreement beyond August 31, 2013 except as provided for in Section 21 thereof.
- **4.** As herein amended, the Agreement is affirmed and ratified in each and every particular.

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Contract Control Number:	
IN WITNESS WHEREOF, the parties have Denver, Colorado as of	e set their hands and affixed their seals at
SEAL	CITY AND COUNTY OF DENVER
ATTEST:	By
APPROVED AS TO FORM:	REGISTERED AND COUNTERSIGNED
By	By
	By

Contract Control Number: THTRS-CE26001-05

Contractor Name:

PROXY PARTNERS, LLC

Ву:
Name: plan C Greenway (please print)
Title: Executive Chairman (please print)
(Fesses Fesses)
ATTEST: [if required]
Ву:
Name:(please print)
Title:
(please print)



EXHIBIT A

(ATTACHED)

201206224 UM Liv 201312094 Eldorar 201309751 HCA - 201101094 Jim Be 201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southw	ing Group, LLC (Pepsi) Live - Chrysler Corp rado Artesian Springs - Contract Pending - Healthone LLC Beam Brands - Hope Strength	Commission Due for 2013 50,000.00 - 2,600.00 24,200.00 18,392.00 11,400.00	48,125.00 31,421.25 2,700.00 - 7,600.00	Commission Due for 2015 46,300.00 - 2,660.00	Commission Due for 2016 45,613.13	Commission Due for 2017	2013 - 2017 Total Commission Due	Gross Contract Amount	= Revenue due and DTD	Net Revenue Due to City	Revenue due to Denver Theatre District
201206007 Bottling 201206224 UM Liv 201312094 Eldorar 201309751 HCA - 201101094 Jim Be 201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southy 201102625 Treasu	Live - Chrysler Corp rado Artesian Springs - Contract Pending - Healthone LLC Beam Brands - Hope Strength rCoors ic Relations Advertising Bull North America II Planet Foods	- 2,600.00 24,200.00 18,392.00 - - 11,400.00	31,421.25 2,700.00	2,660.00	-	11,379.38	201 417 50			†	
201206224 UM Liv 201312094 Eldorar 201309751 HCA - 201101094 Jim Be 201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southy 201102625 Treasu	Live - Chrysler Corp rado Artesian Springs - Contract Pending - Healthone LLC Beam Brands - Hope Strength rCoors ic Relations Advertising Bull North America II Planet Foods	- 2,600.00 24,200.00 18,392.00 - - 11,400.00	31,421.25 2,700.00	2,660.00	-	11,379.38	201 417 50			ļ	
201312094 Eldorar 201309751 HCA - 201101094 Jim Be 201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southw 201102625 Treasu	rado Artesian Springs - Contract Pending - Healthone LLC Beam Brands - Hope Strength rCoors ic Relations Advertising Bull North America II Planet Foods	2,600.00 24,200.00 18,392.00 - - 11,400.00	2,700.00	2,660.00							
201309751 HCA - 201101094 Jim Be 201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southw 201102625 Treasu	- Healthone LLC Beam Brands - Hope Strength rCoors ic Relations Advertising Bull North America II Planet Foods	24,200.00 18,392.00 - - 11,400.00	-			-	31,421.25				
201101094 Jim Be 201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southw 201102625 Treasu	Beam Brands Hope Strength rCoors ic Relations Advertising Bull North America II Planet Foods	18,392.00 - - 11,400.00	-	-	-	-	7,960.00 24,200.00				
201205465 Love H 201205437 MillerC 201101967 Public 201206909 Red Bi 201205233 Small I 201310503 Southy 201102625 Treasu	Hope Strength rCoors ic Relations Advertising Bull North America Il Planet Foods	- - 11,400.00		-	-	<u>-</u>	18,392.00				
201205437 MillerC 201101967 Public 201206909 Red Bu 201205233 Small I 201310503 Southw 201102625 Treasu	rCoors ic Relations Advertising Bull North America II Planet Foods	11,400.00		-	-	-	7,600.00				
201101967 Public 201206909 Red Bi 201205233 Small I 201310503 Southy 201102625 Treasu	ic Relations Advertising Bull North America Il Planet Foods		42,750.00	-	-	-	42,750.00				
201205233 Small I 201310503 Southv 201102625 Treasu	Il Planet Foods	0.000.00	-	-	-	-	11,400.00				
201310503 Southw 201102625 Treasu		6,000.00	12,000.00	11,400.00	-	-	29,400.00				
201102625 Treasu	hwest Airlines	4,815.00	-	-	-	-	4,815.00				
		20,000.00	24,000.00	-	-	-	44,000.00				
201311054 Whole	sury Wine	6,000.00	11,400.00	-	-	-	17,400.00				
1	le Foods	1,200.00		-	-	-	1,200.00				
201207726 Bellco	co Credit Union	-	-	-			-				
							-				
TOTALS		144,607.00	179,996.25	60,360.00	45,613.13	11,379.38					
LONG TERM MARQUEE AGREEME	MENTS:										
2014 (28%) Hard R	Rock Café (CCC & DAV)	7,000.00	7,000.00				14,000.00				
	thone (DAV) s (CCC & DAV))	13,725.00					13,725.00				
2013 (Jan-Dec) Lotus (10,416.00					10,416.00				
Sunse	set Limo	-									
TOTALS		31,141.00	7,000.00	-	-	-	- 38,141.00				
SHORT TERM MARQUEE AGREEN	EMENTS:										
	B (CCC)	675.00					675.00	2,250.00	1,575.00	1,338.75	236.25
	B - Kiosk (CCC)	960.00					960.00	3,200.00	2,240.00		
	B (CCC)	1,350.00					1,350.00	4,500.00	3,150.00		
	os (DAV)	600.00					600.00	2,000.00	1,400.00		
	rado Department of Public Health (DAV)	2,250.00					2,250.00	11,250.00	9,000.00		
	rado Department of Public Health (DAV) cast (CCC)	1,125.00					1,125.00	3,750.00	2,625.00		
	cast (CCC)	270.00 270.00					270.00 270.00	900.00	630.00 630.00		
	ware Tourism Office (CCC)	150.00					150.00	500.00	350.00		
	/er Art Museum (DAV)	141.00					141.00	470.00	329.00		
Denve	ver Botanic Gardens (CCC)	1,080.00					1,080.00	3,600.00	2,520.00	2,331.00	189.00
	ver Botanic Gardens (DAV)	1,560.00					1,560.00	5,200.00	3,640.00	3,498.25	141.75
	/er Limo	1,400.00					1,400.00	7,000.00	5,600.00		
	/er Museum of Nature & Science (CCC)	3,300.00					3,300.00	11,000.00	7,700.00		
	endable Cleaners (CCC) endable Cleaners (DAV)	480.00					480.00	1,600.00	1,120.00		
	endable Cleaners (DAV) ns Along the Rockies	621.00 360.00					621.00 360.00	2,070.00 1,200.00	1,449.00 840.00		
	CO - Vail Resorts (CCC)	244.50					244.50	815.00	570.50		
	CO - Vail Resorts (DAV)	240.00					240.00	800.00	560.00		
Frontie	tier Airlines (CCC)	693.00					693.00	2,310.00	1,617.00		
Frontie	tier Airlines (CCC)	1,035.00					1,035.00	3,450.00	2,415.00	2,241.75	173.25
	tier Airlines (DAV)	774.00					774.00	2,580.00	1,806.00		
	zon Media/United Airlines (CCC)	270.00					270.00	900.00	630.00		
	zon Media/United Airlines (DAV) Aspen (CCC)	396.00					396.00	1,320.00	924.00		
16 ^	ASPEN (UUU)	495.00 180.00					495.00 180.00	1,650.00 600.00	1,155.00 420.00		

Summary

Contract #	Name	Commission Due for 2013	Commission Due for 2014	Commission Due for 2015	Commission Due for 2016	Commission Due for 2017	2013 - 2017 Total Commission Due	Gross Contract Amount	= Revenue due and DTD		Revenue due to Denver Theatre District
	Karsh/Hagan - University of Colorado (DAV)	4,125.00					4,125.00	13,750.00	9,625.00	9,625.00	
	KMGH (CCC)	2,400.00					2,400.00	8,000.00	5,600.00	5,180.00	420.00
	KMGH (DAV)	4,320.00					4,320.00	14,400.00	10,080.00	9,626.40	453.60
	Landry's (CCC)	7,290.00					7,290.00	24,300.00	17,010.00	14,883.75	2,126.25
	Mile High United Way (CCC)	300.00					300.00	1,000.00	700.00	595.00	105.00
	Mile High United Way (DAV)	72.00					72.00	240.00	168.00	142.80	25.20
	Nationwide Direct Mortgage	450.00					450.00	1,500.00	1,050.00	1,050.00	
	NVIDA (CCC)	3,750.00					3,750.00	12,500.00	8,750.00	7,437.50	1,312.50
	Salvation Army (CCC)	1,620.00					1,620.00	5,400.00	3,780.00	3,213.00	567.00
	Salvation Army (DAV)	1,188.00					1,188.00	3,960.00	2,772.00	2,356.20	415.80
	Two x Four - ÁIÀ	720.00					720.00	2,400.00	1,680.00	1,554.00	126.00
	Wyoming Tourism (CCC)	1,620.00					1,620.00	5,400.00	3,780.00	3,496.50	283.50
	Wyoming Tourism (DAV)	1,782.00					1,782.00	5.940.00	4,158.00	3,950.10	207.90
	NAPE (CCC)	270.00					270.00	900.00	630.00	630.00	
	NAPE (CCC)	870.00					870.00	2,900.00	2,030.00	1,725.50	304.50
	Adsemble (CCC)	270.00					270.00	900.00	630.00	535.50	94.50
	CEDIA						-	-	-	-	-
	Labyrinth	252.00					252.00	840.00	588.00	570.68	17.32
							-			-	
		52,218.50	-	-	-	-	52,218.50	180,145.00	127,926.50	118,562.71	9,363.79
	OUTSTANDING A/R CCC									2,100.00	
	OUTSTANDING A/R DAV									5,600.00	
	Bellco Credit Union									34,500.00	
										40,100.00	
							Commission due to Proxy			441,955.75	
						Commission due to Proxy (Long Term Marquees) Commission due to Proxy (marquees) Activation Expense due to Proxy Fitness Challenge (due to City) Marquee (gross contract amount) Due to Denver Theatre District			38,141.00		
									52,218.50		
									43,623.00		
									(26,036.20)		
									(180,145.00)		
									(9,363.79)		
							Outstanding AR			(40,100.00)	
							Barry Fey donation collect	ed by Proxy		(50.00)	
							TOTAL			320,243.26	